

EXHIBIT G

JOHN W. BUCKLEY

60 Woodcrest Drive
Hopewell Junction, New York 12533
JohnBuckleyEsq@aol.com

(845) 656-6592

PROFILE

Twenty-six years legal, tax and government relations experience: first as a tax attorney and, for the past ten years, as General Counsel to a \$500 million semiconductor manufacturer.

EXPERIENCE

Business Development
Intellectual Property
State & Local Taxation

Corporate Law
Corporate Governance
Government Relations

Transaction Negotiations
Dispute Management
Risk Management

PROFESSIONAL EXPERIENCE

PHILIPS SEMICONDUCTOR MANUFACTURING, INC., Hopewell Junction, NY **1995 – 2004**
a subsidiary of Philips Electronics, North America, 1000 employee semiconductor integrated circuit manufacturer.

General Counsel to Philips and its predecessor company, MiCRUS, a New York General Partnership.

Managed all aspects of the legal affairs of two semiconductor manufacturing companies including acquisition negotiations, technology agreement negotiations, technology agreement draft and consummation, intellectual property management, corporate governance, partnership matters and business development initiatives. Involved in all aspects of the companies' corporate and business development, including evaluating, structuring and negotiating strategic business relationships.

Advised executive officers with respect to technology acquisitions, fiduciary duties, business strategy, tax initiatives and compliance matters.

Advised lower and middle management on employee relation issues, intellectual property and business ethics.

2004 Key Contributions:

Developed legal position and managed outside counsel in litigation involving service provider resulting in multi-million dollar settlement.

Presented and defended aggressive loss claim to Insurer for multi-million dollar casualty loss.

Advised Human Resources Department on QDRO, EEOC and related employment issues.

Negotiated manufacturer service agreements with four major semiconductor manufacturers.

Negotiated incentive package with multiple New York State agencies.

Managed corporate compliance and business ethics programs in 1000 employee location.

INTERNATIONAL BUSINESS MACHINES CORPORATION, Armonk, NY **1978 – 1995**

Senior Tax Attorney, Corporate Treasurer's Staff (1982 – 1995)

Provided tax counsel to corporate staff, plants and marketing organizations on sales/use, excise

JOHN W. BUCKLEY

PAGE TWO

INTERNATIONAL BUSINESS MACHINES CORPORATION (continued)

tax and personal property tax implications of transactions.
Provided tax planning and tax saving strategies for proposed mergers and acquisitions.
Briefed and argued assessment appeals before state tax tribunals.
Represented corporation in state administrative hearings and supervised outside counsel in litigation matters.
Presented corporate tax positions to state tax audit officials, legislators and executive branch personnel.

Key Contributions:

Successfully lobbied state legislators and staff to specifically exempt software from ad valorem taxation in Colorado, Connecticut, Idaho, Kansas, Michigan and Mississippi.
Lobbied New York State Legislature to exclude software developer's self use of product from tax.
Obtained letter ruling from New York Department of Taxation & Finance extending machinery and equipment exemption to chilling towers located more than one-half mile from production equipment.
Negotiated with County Executives, County Legislators and County Industrial Development Agencies in five New York counties to obtain sales tax free transfer of \$1 billion of IBM owned data processing equipment, telephone switching equipment and software to its service subsidiary.

Attorney, Import/Export Regulation Office (1978 – 1982)

Provided guidance to product divisions and headquarter staffs regarding export regulations, export licenses, trade with restricted countries, customs duties and opportunities.
Prepared export license application packages and negotiated with Department of Commerce, State and Defense officials for approval.
Audited IBM customhouse brokers to ensure compliance with Import/Export regulations.

EDUCATION

J.D., Syracuse University School of Law, 1977

Dual Major - B.A., cum laude, Syracuse University, 1974

MEMBERSHIPS/AFFILIATIONS

Member, New York State Bar.

Member, Government Affairs Committee New York Business Council, 2001 – Present

Board Member, Dutchess County Economic Development Corporation, 2003 – Present